

State and Federal Applications for Renewal of the Trans Alaska Pipeline System

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AMERADA HESS PIPELINE CORPORATION

DONALD C. LUTKEN, JR.
President

ONE ALLEN CENTER
500 DALLAS STREET,
LEVEL 2
HOUSTON, TEXAS 77002
Phone: (713) 609-4000
Fax: (713) 609-4906

APR 30 2001

Mr. Francis Cherry, Jr.
Alaska State Director
Bureau of Land Management
222 W. 7th Ave., #13
Anchorage, Alaska 99504

Mr. Jerry Brossia
Authorized Officer
Bureau of Land Management
411 West 4th Ave., Suite 2
Anchorage, AK 99501

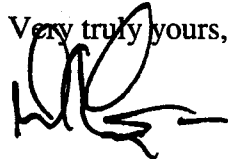
Re: Renewal of TAPS Right-of-Way and Associated Rights

Gentlemen:

Amerada Hess Pipeline Corporation ("Amerada Hess") respectfully seeks renewal of its undivided interest in the January 23, 1974 Agreement and Grant of Right-of-Way for Trans-Alaska Pipeline ("Federal Grant") and other rights associated with the Federal Grant ("Associated Rights"). To that end, this letter is followed by a SUPPLEMENTAL APPLICATION and accompanies a MASTER APPLICATION and related materials.

As you know, Amerada Hess and the other TAPS Owners have established a Right-of-Way Renewal Team to work with the Federal Government, the State of Alaska, and stakeholders in renewing the TAPS Owners' rights. W. Steven Jones, Project Manager of the TAPS Right-of-Way Renewal Team, will serve as our contact on matters relating to this application to renew the Federal Grant and Associated Rights. Please direct all correspondence and notifications to W. Steven Jones.

Very truly yours,



Donald C. Lutken, Jr.
President and Chief Executive Officer

BLM AK SO 952
ANCHORAGE, AK
01 MAY -2 AM 9:07

SUPPLEMENTAL
APPLICATION FOR TRANSPORTATION AND
UTILITY SYSTEMS AND FACILITIES
ON FEDERAL LANDS
TO THE MASTER APPLICATION

FORM APPROVED
OMB NO. 1004-0060
Expires: December 31, 2001

FOR AGENCY USE ONLY

NOTE: Before completing and filing the application, the applicant should completely review this package and schedule a preapplication meeting with representatives of the agency responsible for processing the application. Each agency may have specific and unique requirements to be met in preparing and processing the application. Many times, with the help of the agency representative, the application can be completed at the preapplication meeting.

Application Number

Date filed

1. Name and address of applicant (include zip code)
Amerada Hess Pipeline Corporation
One Allen Center
500 Dallas Street, Level 2
Houston, TX 77002

2. Name, title, and address of authorized agent if different from Item 1 (include zip code)

3. TELEPHONE (area code)

Applicant
(713) 609-4000

Authorized Agent

4. As applicant are you? (check one)

- a. ☐ Individual
b. ☒ Corporation*
c. ☐ Partnership/Association*
d. ☐ State Government/State Agency
e. ☐ Local Government
f. ☐ Federal Agency

* If checked, complete supplemental page

5. Specify what application is for: (check one)

- a. ☐ New authorization
b. ☒ Renewing existing authorization No. See additional response on page 6.
c. ☐ Amend existing authorization No.
d. ☐ Assign existing authorization No.
e. ☐ Existing use for which no authorization has been received*
f. ☐ Other*

* If checked, provide details under Item 7

6. If an individual or partnership are you a citizen(s) of the United States? ☐ Yes ☐ No Not Applicable.

7. Project description (describe in detail): (a) Type of system or facility, (e.g., canal, pipeline, road); (b) related structures and facilities; (c) physical specifications length, width, grading, etc.; (d) term of years needed; (e) time of year of use or operation; (f) Volume or amount of product to be transported; (g) duration and timing of construction; and (h) temporary work areas needed for construction (Attach additional sheets, if additional space is needed.)

- (a) Pipeline System, as defined generally in § 1.1.1.22 of Exhibit D to the January 23, 1974 Agreement and Grant of Right-of-Way for Trans-Alaska Pipeline ("Federal Grant");
(b) See generally Environmental Report for the Trans-Alaska Pipeline System Right-of-Way Renewal in Volume 3 ("Environmental Report") at §§ 2.1.1 and 4.2.1; Duration of Right-of-Way Renewal for the Trans-Alaska Pipeline System in Volume 2 ("Duration Report") at Appendix 4; Federal Line Lists in Volume 2 at Tab 1D- 1H;
(c) See generally Environmental Report at §§ 2.1.1 and 4.2.1 and Duration Report at Appendix 4;
(d) Renewal of authorizations for the maximum period allowed by law. See 30 U.S.C. § 185(n) and Duration Report generally;
(e) Year round;
(f) See generally Environmental Report at Appendices A and D (pps. D-1 through D-12);
(g) Not applicable;
(h) Not applicable.

8. Attach a map covering area and show location of project proposal See generally Environmental Report at Appendix C and Federal Lists in Volume 2 at Tabs 1D - 1H.

9. State or local government approval: ☐ Attached ☒ Applied for ☐ Not required

10. Nonreturnable application fee: ☐ Attached ☒ Not required

11. Does project cross international boundary or affect international waterways? ☐ Yes ☒ No (If "yes," indicate on map)

12. Give statement of your technical and financial capability to construct, operate, maintain, and terminate system for which authorization is being requested.

See generally Duration Report and Environmental Report, including § 2.1 and Appendices A, B and D, and 43 U.S.C. § 1653. Note also that Alyeska Pipeline Service Company ("Alyeska") has effectively operated and maintained TAPS for over 20 years and applicant owns an undivided interest in Alyeska. In addition applicant, through Alyeska, has the technical and financial capability to operate, maintain and terminate TAPS.

13a. Describe other reasonable alternative routes and modes considered.

Not applicable.

b. Why were these alternatives not selected?

Not applicable.

c. Give explanation as to why it is necessary to cross Federal Lands.

Existing TAPS facilities are located on and cross federal lands.

14. List authorizations and pending applications filed for similar projects which may provide information to the authorizing agency. (Specify number, date, code, or name)

See generally Federal and State Line Lists in Volume 2 at Tab 1.

15. Provide statement of need for project, including the economic feasibility and items such as: (a) cost of proposal (construction, operation, and maintenance); (b) estimated cost of next best alternative; and (c) expected public benefits.

See generally Environmental Report, including §§ 1.2; 3.3; 4.3.3, and Duration Report, including §§ 1; 3; 4; 8; and 9.

16. Describe probable effects on the population in the area, including the social and economic aspects, and the rural lifestyles.

See generally Environmental Report §§ 3.3; 4.3.3; 4.5 and Duration Report § 8. Additional information may be found in studies and reports that bear on TAPS, such as those identified in the Environmental Report at Section 8 and 43 U.S.C. § 1651(b), and the 1972 Environmental Impact Statement (6 vols.) that preceded the execution of the Federal Grant.

17. Describe likely environmental effects that the proposed project will have on: (a) air quality; (b) visual impact; (c) surface and ground water quality and quantity; (d) the control or structural change on any stream or other body of water; (e) existing noise levels; and (f) the surface of the land, including vegetation, permafrost, soil, and soil stability.

(a) See generally Environmental Report §§ 3.1.3; 4.3.1.3; 4.5; 4.8.2.3; (b) See generally Environmental Report §§ 3.1.3; 3.3.6.3; 4.3.1.3; 4.3.3.9; 4.5; (c) See generally Environmental Report §§ 3.1.1.6; 3.1.2.1; 4.2.1.3; 4.3.1.2; 4.5; 4.8.2.1; 4.8.2.2; (d) See generally Environmental Report §§ 3.1.1.6; 4.2.1.3; 4.3.1.2; 4.3.2.2; 4.5; (e) See generally Environmental Report §§ 3.1.3; 4.3.1.3; 4.5; (f) See generally Environmental Report §§ 3.1.1; 4.1.1; 4.2.1.1; 4.2.1.2; 4.3.1.1; 4.3.2.2; 4.5 (See continuation on page 6.)

18. Describe the probable effects that the proposed project will have on (a) populations of fish, plantlife, wildlife, and marine life, including threatened and endangered species; and (b) marine mammals, including hunting, capturing, collecting, or killing these animals.

(a) See generally Environmental Report §§ 3.2; 4.3.2; 4.5; 4.8.3; (b) See generally Environmental Report §§ 3.2.6; 3.3.3; 4.3.2; 4.3.3.3; 4.5; 4.8.3.4; 4.8.4.4. In both cases additional information may be found in studies and reports that bear on TAPS, such as those identified in the Environmental Report at Section 8 and 43 U.S.C. § 1651(b), and the 1972 Environmental Impact Statement (6 vols.) that preceded the execution of the Federal Grant.

19. State whether any hazardous material, as defined in this paragraph, will be used, produced, transported or stored on or within the right-of-way or any of the right-of-way facilities, or used in the construction, operation, maintenance or termination of the right-of-way or any of its facilities. "Hazardous material" means any substance, pollutant or contaminant that is listed as hazardous under the Comprehensive Environmental Response, Compensation, and Liability Act of 1980, as amended, 42 U.S.C. 9601 et seq., and its regulations. The definition of hazardous substances under CERCLA includes any "hazardous waste" as defined in the Resource Conservation and Recovery Act of 1976 (RCRA), as amended, 42 U.S.C. 9601 et seq., and its regulations. The term hazardous materials also includes any nuclear or byproduct material as defined by the Atomic Energy Act of 1954, as amended, 42 U.S.C. 2011 et seq. The term does not include petroleum, including crude oil or any fraction thereof that is not otherwise specifically listed or designated as a hazardous substance under CERCLA Section 101(14), 42 U.S.C. 9601(14), nor does the term include natural gas.

See response on page 6.

20. Name all the Department(s)/Agency(ies) where this application is being filed.

The original application is being filed with the Bureau of Land Management.

I HEREBY CERTIFY, that I am of legal age and authorized to do business in the State and that I have personally examined the information contained in the application and believe that the information submitted is correct to the best of my knowledge.

Signature of Applicant

D. C. Lutken, Jr., President and CEO

Date

APR 30 2001

Title 18, U.S.C. Section 1001 and Title 43 U.S.C. Section 1212, make it a crime for any person knowingly and willfully to make to any department or agency of the United States any false, fictitious, or fraudulent statements or representations as to any matter within its jurisdiction.

APPLICATION FOR TRANSPORTATION AND UTILITY SYSTEMS
AND FACILITIES ON FEDERAL LANDS

GENERAL INFORMATION
ALASKA NATIONAL INTEREST LANDS

This application will be used when applying for a right-of-way, permit, license, lease, or certificate for the use of Federal lands which lie within conservation system units and National Recreation or Conservation Areas as defined in the Alaska National Interest Lands Conservation Act. Conservation system units include the National Park System, National Wildlife Refuge System, National Wild and Scenic Rivers System, National Trails System, National Wilderness Preservation System, and National Forest Monuments.

Transportation and utility systems and facility uses for which the application may be used are:

1. Canals, ditches, flumes, laterals, pipes, pipelines, tunnels, and other systems for the transportation of water.
2. Pipelines and other systems for the transportation of liquids other than water, including oil, natural gas, synthetic liquid and gaseous fuels, and any refined product produced therefrom.
3. Pipelines, slurry and emulsion systems, and conveyor belts for transportation of solid materials.
4. Systems for the transmission and distribution of electric energy.
5. Systems for transmission or reception of radio, television, telephone, telegraph, and other electronic signals, and other means of communications.
6. Improved rights-of-way for snow machines, air cushion vehicles, and all-terrain vehicles.
7. Roads, highways, railroads, tunnels, tramways, airports, landing strips, docks, and other systems of general transportation.

This application **must** be filed simultaneously with each Federal department or agency requiring authorization to establish and operate your proposal.

In Alaska, the following agencies will help the applicant file an application and identify the other agencies the applicant should contact and possibly file with:

Department of Agriculture
Regional Forester, Forest Service (USFS)
Federal Office Building, P.O. Box 21628
Juneau, Alaska 99802-1628
Telephone: (907) 586-7847 (or a local Forest Service Office)

Department of the Interior
Bureau of Indian Affairs (BIA)
Juneau Area Office
9109 Mendenhall Mall Road, Suite 5, Federal Building Annex
Juneau, Alaska 99802
Telephone: (907) 586-7177

Bureau of Land Management (BLM)
222 West 7th Ave., Box 13
Anchorage, Alaska 99513-7599
Telephone: (907) 271-5477 (or a local BLM Office)

National Park Service (NPS)
Alaska Regional Office 2525 Gambell St., Rm. 107
Anchorage, Alaska 99503-2892
Telephone: (907) 257-2585

U.S. Fish & Wildlife Service (FWS)
Office of the Regional Director
1011 East Tudor Road
Anchorage, Alaska 99503
Telephone: (907) 786-3440

Note-Filings with any Interior agency may be filed with any office noted above or with the: Office of the Secretary of the Interior, Regional Environmental Officer, Box 120, 1675 C Street, Anchorage, Alaska 99513.

(For supplemental, see page 4)

Department of Transportation
Federal Aviation Administration
Alaska Region AAL-4, 222 West 7th Ave., Box 14
Anchorage, Alaska 99513-7587
Telephone: (907) 271-5285

NOTE - The Department of Transportation has established the above central filing point for agencies within that Department. Affected agencies are: Federal Aviation Administration (FAA), Coast Guard (USCG), Federal Highway Administration (FHWA), Federal Railroad Administration (FRA).

OTHER THAN ALASKA NATIONAL INTEREST LANDS

Use of this form is not limited to National Interest Conservation Lands of Alaska.

Individual departments/agencies may authorize the use of this form by applicants for transportation and utility systems and facilities on other Federal lands outside those areas described above.

For proposals located outside of Alaska, applications will be filed at the local agency office or at a location specified by the responsible Federal agency.

SPECIFIC INSTRUCTIONS
(Items not listed are self-explanatory)

Item

- 7 Attach preliminary site and facility construction plans. The responsible agency will provide instructions whenever specific plans are required.
- 8 Generally, the map **must** show the section(s), township(s), and range(s) within which the project is to be located. Show the proposed location of the project on the map as accurately as possible. Some agencies require detailed survey maps. The responsible agency will provide additional instructions.
- 9, 10, and 12 - The responsible agency will provide additional instructions.
- 13 Providing information on alternate routes and modes in as much detail as possible, discussing why certain routes or modes were rejected and why it is necessary to cross Federal lands will assist the agency(ies) in processing your application and reaching a final decision. Include only reasonable alternate routes and modes as related to current technology and economics.
- 14 The responsible agency will provide instructions.
- 15 Generally, a simple statement of the purpose of the proposal will be sufficient. However, major proposals located in critical or sensitive areas may require a full analysis with additional specific information. The responsible agency will provide additional instructions.
- 16 through 19 - Providing this information in as much detail as possible will assist the Federal agency(ies) in processing the application and reaching a decision. When completing these items, you should use a sound judgment in furnishing relevant information. For example, if the project is not near a stream or other body of water, **do not** address this subject. The responsible agency will provide additional instructions.

Application must be signed by the applicant or applicant's authorized representative.

If additional space is needed to complete any item, please put the information on a separate sheet of paper and identify it as "Continuation of Item."

SUPPLEMENTAL

NOTE: The responsible agency(ies) will provide additional instructions		CHECK APPROPRIATE BLOCK	
		ATTACHED	FILED*
I - PRIVATE CORPORATIONS			
a. Articles of Incorporation See Tab Federal Supplemental Question Ia in this Volume.		<input checked="" type="checkbox"/>	<input type="checkbox"/>
b. Corporation Bylaws See Tab Federal Supplemental Question Ib in this Volume.		<input checked="" type="checkbox"/>	<input type="checkbox"/>
c. A certification from the State showing the corporation is in good standing and is entitled to operate within the State. <small>See Tab Federal Supplemental Question Ic in this Volume.</small>		<input checked="" type="checkbox"/>	<input type="checkbox"/>
d. Copy of resolution authorizing filing See Tab Federal Supplemental Question Id in this Volume.		<input checked="" type="checkbox"/>	<input type="checkbox"/>
e. The name and address of each shareholder owning 3 percent or more of the shares, together with the number and percentage of any class of voting shares of the entity which such shareholder is authorized to vote and the name and address of each affiliate of the entity together with, in the case of an affiliate controlled by the entity, the number of shares and the percentage of any class of voting stock of that affiliate owned, directly or indirectly, by that entity, and in the case of an affiliate which controls that entity, the number of shares and the percentage of any class of voting stock of that entity owned, directly or indirectly, by the affiliate. <small>See Tab Federal Supplemental Question Ie in this Volume.</small>		<input checked="" type="checkbox"/>	<input type="checkbox"/>
f. If application is for an oil or gas pipeline, describe any related right-of-way or temporary use permit applications, and identify previous applications. See generally Federal and State Line Lists in Volume 2 at Tab 1.		<input checked="" type="checkbox"/>	<input type="checkbox"/>
g. If application is for an oil and gas pipeline, identify all Federal lands by agency impacted by proposal. See generally Federal Line Lists in Volume 2 at Tab 1D-1H.		<input checked="" type="checkbox"/>	<input type="checkbox"/>
II- PUBLIC CORPORATIONS			
a. Copy of law forming corporation Not applicable		<input type="checkbox"/>	<input type="checkbox"/>
b. Proof of organization Not applicable		<input type="checkbox"/>	<input type="checkbox"/>
c. Copy of Bylaws Not applicable		<input type="checkbox"/>	<input type="checkbox"/>
d. Copy of resolution authorizing filing Not applicable		<input type="checkbox"/>	<input type="checkbox"/>
e. If application is for an oil or gas pipeline, provide information required by Item "I-f" and "I-g" above. Not applicable		<input type="checkbox"/>	<input type="checkbox"/>
III - PARTNERSHIP OR OTHER UNINCORPORATED ENTITY			
a. Articles of association, if any Not applicable		<input type="checkbox"/>	<input type="checkbox"/>
b. If one partner is authorized to sign, resolution authorizing action is Not applicable		<input type="checkbox"/>	<input type="checkbox"/>
c. Name and address of each participant, partner, association, or other Not applicable		<input type="checkbox"/>	<input type="checkbox"/>
d. If application is for an oil or gas pipeline, provide information required by Item "I-f" and "I-g" above. Not applicable		<input type="checkbox"/>	<input type="checkbox"/>

* If the required information is already filed with the agency processing this application and is current, check block entitled "Filed." Provide the file identification information (e.g., number, date, code, name). If not on file or current, attach the requested information.

DATA COLLECTION STATEMENT

The Federal agencies collect this information from applicants requesting right-of-way, permit, license, lease, or certifications for the use of Federal lands.

Federal agencies use this information to evaluate your proposal.

No Federal agency may request or sponsor, and you are not required to respond to a request for information which does not contain a currently valid OMB Approval Number.

BURDEN HOURS STATEMENT

The public burden for this form is estimated to vary from 30 minutes to 25 hours per response, with an average of 2 hours per response, including the time for

reviewing instructions, gathering and maintaining data, and completing and reviewing the form. Direct comments regarding the burden estimate or any other aspect of this form to: U.S. Department of the Interior, Bureau of Land Management, Information Clearance Officer (W0-630), 1849 C Street, Mail Stop 401LS, Washington, D.C. 20240

A reproducible copy of this form may be obtained from the Bureau of Land Management, Division of Lands, 1620 L Street, Rm. 1000LS, Washington, D.C. 20036.

NOTICE

NOTE: This applies to the Department of the Interior/Bureau of Land Management (BLM).

The Privacy Act of 1974 provides that you be furnished with the following information in connection with the information provided by this application for an authorization.

AUTHORITY: 16 U.S.C. 310 and 5 U.S.C. 301.

PRINCIPAL PURPOSE: The primary uses of the records are to facilitate the (1) processing of claims or applications; (2) recordation of adjudicative actions; and (3) indexing of documentation in case files supporting administrative actions.

ROUTINE USES: BLM and the Department of the Interior (DOI) may disclose your information on this form: (1) to appropriate Federal agencies when concurrence or supporting information is required prior to granting or acquiring a right or interest in lands or resources; (2) to members or the public who have a need for the information that is maintained by BLM for public record; (3) to the U.S. Department of Justice, court, or other adjudicative body when DOI determines the information is necessary and relevant to litigation; (4) to appropriate Federal, State, local, or foreign agencies responsible for investigating prosecuting violation, enforcing, or implementing this statute, regulation, or order; and (5) to a congressional of lice when you request the assistance of the Member of Congress in writing.

EFFECT OF NOT PROVIDING THE INFORMATION: Disclosing this information is necessary to receive or maintain a benefit. Not disclosing it may result in rejecting the application.

**APPLICATION FOR TRANSPORTATION AND
UTILITY SYSTEMS AND FACILITIES
ON FEDERAL LAND**

For the Trans-Alaska Pipeline System

Continuation of Item #5: Renewal on the same terms of applicant's undivided interest in existing authorizations for the Trans-Alaska Pipeline System ("TAPS"), including, but not limited to, F-12505, AA-5847, F-21770, and other authorizations identified on the Federal Line Lists in Volume 2 at Tab 1D -1H.

Continuation of Item #17: In all cases additional information may be found in studies and reports that bear on TAPS, such as those identified in the Environmental Report at Section 8 and 43 U.S.C. § 1651(b), and the 1972 Environmental Impact Statement (6 vols.) that preceded the execution of the Federal Grant.

Continuation of Item #19: TAPS does not engage in the use, production, transportation or storage of hazardous materials as part of TAPS' purpose. TAPS operates to transport crude oil, and crude oil is not a hazardous material as defined in this question. Hazardous materials are only present on TAPS incidentally in support of the operation and maintenance of TAPS. All hazardous materials are managed under state and federal law. Those occurrences are described categorically below. Also see Environmental Report § 3.1.1.5.

Hazardous Material Use. Chemical products may be "hazardous materials" or may include components that are hazardous materials. These products are used for TAPS operations and maintenance. Any list of hazardous materials would be only temporarily accurate because product use on TAPS varies continuously. Therefore, they are listed here categorically: paints and associated products; pipe coating chemicals; equipment repair and lubrication products, cleaners, and antifreeze chemicals; adhesives, epoxies and sealants; corrosion inhibitors; fire fighting chemicals; laboratory chemicals used for crude oil analysis; herbicides, pesticides and insecticides (used with the approval of the Authorized Officer); photographic chemicals; and batteries. This list provides a description of TAPS hazardous material use, but is not intended to be comprehensive chemical by chemical. That detailed information may be obtained from Alyeska's OSHA MSDS (hazardous communication) program and the annual SARA Title III reports submitted to EPA.

Hazardous Material Production. TAPS does not produce hazardous materials.

Hazardous Material Transportation. Chemical product hazardous materials, described above, are transported on and off TAPS facilities utilizing the procedure established under state and federal law. The U.S. DOT has strict requirements for the transportation of chemical products, under 49 CFR Parts 172- 177, 350-399. Hazardous wastes also

must comply with the same U.S. DOT transportation requirements. In place is an extensive hazardous material transportation plan that covers both chemical product and hazardous waste transportation on and off TAPS facilities. Bills of lading are used to track the transportation of chemical products. In addition, there are EPA hazardous waste manifests for transported hazardous wastes. The list of hazardous materials transported on and off TAPS facilities would be composed of those hazardous materials listed above under Hazardous Material Use and below under Hazardous Material Storage.

Hazardous Material Storage. The list of hazardous materials stored is the same as the list of hazardous materials used on TAPS facilities, except for waste storage. Where required or appropriate, chemical products are stored within secondary containment. Hazardous wastes that are generated at a TAPS facility are stored utilizing EPA requirements for hazardous waste generators. The hazardous waste categories are predominantly chemical products that have completed their use: paints and associated products; equipment repair and lubrication products, and parts cleaners; adhesives, epoxies and sealants; laboratory chemicals used for crude oil analysis; herbicides, pesticides and insecticides (used with the approval of the Authorized Officer); photographic chemicals; and batteries. Tank and pipe cleaning sludges are a non-product waste stream that contributes to this list. These wastes are only temporarily stored at a facility, in accordance with EPA regulations. During storage they are monitored, in accordance with EPA regulations, and they are transported off the facilities and disposed of at EPA permitted facilities. A listing of hazardous wastes stored at a TAPS facility for any one-year period can be found in the annual RCRA report submitted to EPA.

Federal Supplemental Question Ia

State of Delaware
Office of the Secretary of State

PAGE 1

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "AMERADA HESS PIPELINE CORPORATION", FILED IN THIS OFFICE ON THE TWENTY-NINTH DAY OF DECEMBER, A.D. 1969, AT 10 O'CLOCK A.M.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

0738030 8100

AUTHENTICATION: 0967731

010069501

DATE: 02-12-01

CERTIFICATE OF INCORPORATION
OF
AMERADA HESS PIPELINE CORPORATION

* * * * *

1. The name of the corporation is
AMERADA HESS PIPELINE CORPORATION.

2. The address of its registered office in the State of Delaware is No. 100 West Tenth Street, in the City of Wilmington, County of New Castle. The name of its registered agent at such address is The Corporation Trust Company.

3. The nature of the business or purposes to be conducted or promoted is:

To engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

To manufacture, purchase or otherwise acquire, invest in, own, mortgage, pledge, sell, assign and transfer or otherwise dispose of, trade, deal in and deal with goods, wares and merchandise and personal property of every class and description.

To acquire, and pay for in cash, stock or bonds of this corporation or otherwise, the good will, rights,

assets and property, and to undertake or assume the whole or any part of the obligations or liabilities of any person, firm, association or corporation.

To acquire, hold, use, sell, assign, lease, grant licenses in respect of, mortgage or otherwise dispose of letters patent of the United States or any foreign country, patent rights, licenses and privileges, inventions, improvements and processes, copyrights, trade-marks and trade names, relating to or useful in connection with any business of this corporation.

To acquire by purchase, subscription or otherwise, and to receive, hold, own, guarantee, sell, assign, exchange, transfer, mortgage, pledge or otherwise dispose of or deal in and with any of the shares of the capital stock, or any voting trust certificates in respect of the shares of capital stock, scrip, warrants, rights, bonds, debentures, notes, trust receipts, and other securities, obligations, choses in action and evidences of indebtedness or interest issued or created by any corporations, joint stock companies, associations, associations, firms, trusts or persons, public or private, or by the government of the United States of America, or by any foreign government, or by any state, territory, province, municipality or other political subdivision or by any governmental agency, and as owner thereof to possess and exercise all the rights, powers and privileges of ownership, including the right to execute consents and vote thereon, and to do any and all acts and things necessary or advisable for the preservation, protection, improvement and enhancement in value thereof.

To borrow or raise moneys for any of the purposes of the corporation and, from time to time without limit as to amount, to draw, make, accept, endorse, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable or non-negotiable instruments and evidences of indebtedness, and to secure the payment of any thereof and of the interest thereon by mortgage upon or pledge, conveyance or assignment in trust of the whole or any part of the property of the corporation, whether at the time owned or thereafter acquired, and to sell, pledge or otherwise dispose of such bonds or other obligations of the corporation for its corporate purposes.

To purchase, receive, take by grant, gift, devise, bequest or otherwise, lease, or otherwise acquire, own, hold, improve, employ, use and otherwise deal in and with real or personal property, or any interest therein, wherever situated, and to sell, convey, lease, exchange, transfer or otherwise dispose of, or mortgage or pledge, all or any of the corporation's property and assets, or any interest therein, wherever situated.

In general, to possess and exercise all the powers and privileges granted by the General Corporation Law of Delaware or by any other law of Delaware or by this certificate of incorporation together with any powers incidental thereto, so far as such powers and privileges are necessary or convenient to the conduct, promotion or attainment of the business or purposes of the corporation.

The business and purposes specified in the foregoing clauses shall, except where otherwise expressed, be in

nowise limited or restricted by reference to, or inference from, the terms of any other clause in this certificate of incorporation, but the business and purposes specified in each of the foregoing clauses of this article shall be regarded as independent business and purposes..

4. The total number of shares of stock which the corporation shall have authority to issue is one thousand (1,000); all of such shares shall be without par value.

5. The name and mailing address of each incorporator is as follows:

<u>NAME</u>	<u>MAILING ADDRESS</u>
B. J. CONSONO	100 West Tenth Street, Wilmington, Delaware 19899
F. J. OBARA, Jr.	100 West Tenth Street, Wilmington, Delaware 19899
J. L. RIVERA	100 West Tenth Street, Wilmington, Delaware 19899

6. The corporation is to have perpetual existence.

7. In furtherance and not in limitation of the powers conferred by statute, the board of directors is expressly authorized:

To make, alter or repeal the by-laws of the corporation.

To authorize and cause to be executed mortgages and liens upon the real and personal property of the corporation.

To set apart out of any of the funds of the corporation available for dividends a reserve or reserves for

Any proper purpose and to abolish any such reserve in the manner in which it was created.

By a majority of the whole board, to designate one or more committees, each committee to consist of one or more of the directors of the corporation. The board may designate one or more directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee. The by-laws may provide that in the absence or disqualification of a member of a committee, the member or members thereof present at any meeting and not disqualified from voting, whether or not he or they constitute a quorum, may unanimously appoint another member of the board of directors to act at the meeting in the place of any such absent or disqualified member. Any such committee, to the extent provided in the resolution of the board of directors, or in the by-laws of the corporation, shall have and may exercise all the powers and authority of the board of directors in the management of the business and affairs of the corporation, and may authorize the seal of the corporation to be affixed to all papers which may require it; but no such committee shall have the power or authority in reference to amending the certificate of incorporation, adopting an agreement of merger or consolidation, recommending to the stockholders the sale, lease or exchange of all or substantially all of the corporation's property and assets, recommending to the stockholders a dissolution of the corporation or a revocation of a dissolution, or amending the by-laws of the corporation; and, unless the resolution or by-laws, expressly so provide, no such committee shall have the power or

authority to declare a dividend or to authorize the issuance of stock.

When and as authorized by the stockholders in accordance with statute, to sell, lease or exchange all or substantially all of the property and assets of the corporation, including its good will and its corporate franchises, upon such terms and conditions and for such consideration, which may consist in whole or in part of money or property including shares of stock in, and/or other securities of, any other corporation or corporations, as its board of directors shall deem expedient and for the best interests of the corporation.

8. Whenever a compromise or arrangement is proposed between this corporation and its creditors or any class of them and/or between this corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of this corporation or of any creditor or stockholder thereof, or on the application of any receiver or receivers appointed for this corporation under the provisions of section 291 of Title 8 of the Delaware Code or on the application of trustees in dissolution or of any receiver or receivers appointed for this corporation under the provisions of section 279 of Title 8 of the Delaware Code order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number

representing three-fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of this corporation as consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders, of this corporation, as the case may be, and also on this corporation.

9. Meetings of stockholders may be held within or without the State of Delaware, as the by-laws may provide. The books of the corporation may be kept (subject to any provision contained in the statutes) outside the State of Delaware at such place or places as may be designated from time to time by the board of directors or in the by-laws of the corporation. Elections of directors need not be by written ballot unless the by-laws of the corporation shall so provide.

10. The corporation reserves the right to amend, alter, change or repeal any provision contained in this certificate of incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

WE, THE UNDERSIGNED, being each of the incorporators hereinbefore named, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Delaware, do make this certificate, hereby declaring and certifying that this is our act and deed and the facts herein stated are true, and accordingly have hereunto set our hands this 23rd day of December, 1969.

B. J. Consono
F. J. Obara, Jr.
J. L. Rivera

STATE OF DELAWARE
COUNTY OF NEW CASTLE

ss:

BE IT REMEMBERED that on this 23rd day of December, 1969, personally came before me, a Notary Public for the State of Delaware, B. J. CONSONO, F. J. OBARA, Jr. and J. L. RIVERA all of the parties to the foregoing certificate of incorporation, known to me personally to be such, and severally acknowledged the said certificate to be the act and deed of the signers respectively and that the facts stated therein are true.

GIVEN under my hand and seal of office the day and year aforesaid.

C. L. Hall
Notary Public



**Federal
Supplemental
Question 1b**

AMERADA HESS PIPELINE CORPORATION

CERTIFICATE OF SECRETARY

The undersigned hereby certifies that he is the duly elected and acting Secretary of Amerada Hess Pipeline Corporation, a Delaware corporation (the "Company"), and hereby further certifies that attached hereto as Exhibit A is a true and complete copy of the duly adopted bylaws of the Company, which bylaws are in full force and effect as of the date hereof.

IN WITNESS WHEREOF, the undersigned has executed this certificate and affixed the seal of the Company on this 20th day of February, 2001.

[SEAL]

By: 

Name: D. G. Stevenson

Title: Secretary of Amerada Hess
Pipeline Corporation

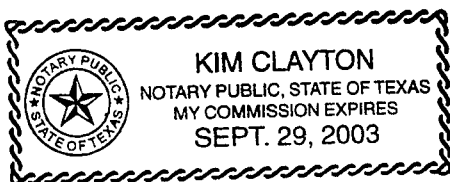
STATE OF TEXAS)

) ss:

COUNTY OF HARRIS)

BEFORE ME, the undersigned, a Notary Public in and for the State of Texas, County of Harris, on this day personally appeared D. G. Stevenson, known to me to be the person whose name is subscribed to the foregoing instrument, who being duly sworn, did say that he is the Secretary of Amerada Hess Pipeline Corporation, a Delaware corporation, and acknowledged to me that he executed said instrument as his free act and deed in said capacity, and as the free act and deed of said corporation, and that the affixed seal is the corporate seal of said corporation.

GIVEN under my hand and seal of office this 20th day of February, 2001.




Notary Public

My commission expires on: 9.29.2003

EXHIBIT A TO
CERTIFICATE OF SECRETARY

BY-LAWS
OF
AMERADA HESS PIPELINE CORPORATION

ARTICLE I
Stockholders

Section 1.1 Annual Meeting. Except as otherwise provided in Section 1.9 of these By-Laws, an annual meeting of stockholders of the Corporation for the election of directors and for the transaction of any other proper business shall be held on the second Monday in May in each year, unless such day shall fall on a legal holiday. The annual meeting in each year shall be held at such hour on said day and at such place within or without the State of Delaware as may be fixed by the Board of Directors, or, if not so fixed, at the principal business office of the Corporation at 1185 Avenue of the Americas, New York, New York.

Section 1.2 Special Meetings. A special meeting of the holders of stock of the Corporation entitled to vote on any business to be considered at any such meeting may be called by the Chairman of the Board, if any, or the President, and shall be called by the Chairman of

the Board, if any, or the President or the Secretary when directed to do so by resolution of the Board of Directors or at the written request of directors representing a majority of the whole Board of Directors or at the written request of the holders of 10% of the outstanding stock entitled to vote at such meeting. Any such request shall state the purpose or purposes of the proposed meeting.

Section 1.3 Notice of Meetings. Whenever stockholders are required or permitted to take any action at a meeting, unless notice is waived in writing by all stockholders entitled to vote at the meeting, a written notice of the meeting shall be given which shall state the place, date and hour of the meeting, and, in the case of a special meeting, the purpose or purposes for which the meeting is called.

Unless otherwise provided by law, and except as to any stockholder duly waiving notice, the written notice of any meeting shall be given personally or by mail, not less than ten nor more than fifty days before the date of the meeting to each stockholder entitled to vote at such meeting. If mailed, notice shall be deemed given when deposited in the United States mail, first class postage prepaid, directed to the stockholder at his address as it appears on the records of the Corporation.

When a meeting is adjourned to another time or place, notice need not be given of the adjourned meeting if the time and place thereof are announced at the meeting at which the adjournment is taken. At the adjourned meeting the Corporation may transact any business which might have been transacted at the original meeting. If, however, the adjournment is for more than thirty days, or if after the adjournment a new record date is fixed for the adjourned meeting, a notice of the adjourned meeting shall be given to each stockholder of record entitled to vote at the meeting.

Section 1.4 Quorum. Except as otherwise provided by law or by the Certificate of Incorporation or by these By-Laws in respect of the vote required for a specified action, at any meeting of stockholders the holders of a majority of the outstanding stock entitled to vote thereat, either present or represented by proxy, shall constitute a quorum for the transaction of any business, but the stockholders present, although less than a quorum, may adjourn the meeting to another time or place and, except as provided in the last paragraph of Section 1.3 of these By-Laws, notice need not be given of the adjourned meeting.

Section 1.5 Voting. Whenever directors are to be elected at a meeting, they shall be elected by a plurality of the votes cast at the meeting by the holders of stock entitled to vote. Whenever any corporate action, other than the election of directors, is to be taken by vote of stockholders at a meeting, it shall, except as otherwise required by law or by the Certificate of Incorporation or by these By-Laws, be authorized by a plurality of the votes cast at the meeting by the holders of stock entitled to vote thereon.

Except as otherwise provided by law or by the Certificate of Incorporation, each holder of record of stock of the Corporation entitled to vote on any matter at any meeting of stockholders shall be entitled to one vote for each share of such stock standing in the name of such holder on the stock ledger of the Corporation on the record date for the determination of the stockholders entitled to vote at the meeting.

Upon the demand of any stockholder entitled to vote the vote for directors or the vote on any other matter at a meeting shall be by written ballot, but otherwise the method of voting and the manner in which votes are counted shall be discretionary with the presiding officer at the meeting.

Section 1.6 Presiding Officer and Secretary.

At every meeting of stockholders the Chairman of the Board, or in his absence (or if there be none) the President, or in his absence a Vice President, or, if none be present, the appointee of the meeting, shall preside. The Secretary, or in his absence an Assistant Secretary, or if none be present, the appointee of the presiding officer of the meeting, shall act as secretary of the meeting.

Section 1.7 Proxies. Each stockholder entitled to vote at a meeting of stockholders or to express consent or dissent to corporate action in writing without a meeting may authorize another person or persons to act for him by proxy, but no such proxy shall be voted or acted upon after three years from its date, unless the proxy provides for a longer period. Every proxy shall be signed by the stockholder or by his duly authorized attorney.

Section 1.8 List of Stockholders. The officer who has charge of the stock ledger of the Corporation shall prepare and make, at least ten days before every meeting of stockholders, a complete list of the stockholders entitled to vote at the meeting, arranged in

alphabetical order, and showing the address of each stockholder and the number of shares registered in the name of each stockholder. Such list shall be open to the examination of any stockholder, for any purpose germane to the meeting, during ordinary business hours, for a period of at least ten days prior to the meeting, either at a place within the city where the meeting is to be held, which place shall be specified in the notice of the meeting, or, if not so specified, at the place where the meeting is to be held. The list shall also be produced and kept at the time and place of the meeting during the whole time thereof, and may be inspected by any stockholder who is present.

The stock ledger shall be the only evidence as to who are the stockholders entitled to examine the stock ledger, the list required by this Section or the books of the Corporation, or to vote in person or by proxy at any meeting of stockholders.

Section 1.9 Written Consent of Stockholders in Lieu of Meeting. Any action required by statute to be taken at any annual or special meeting of stockholders of the Corporation, or any action which may be taken at any annual or special meeting of the stockholders, may be taken without a meeting, without prior notice and without a vote,

if a consent in writing, setting forth the action so taken, shall be signed by the holders of outstanding stock having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voted. Prompt written notice of the taking of the corporate action without a meeting by less than unanimous written consent shall be given to those stockholders who have not consented in writing and who would be entitled to vote thereon at a meeting. Any such written consent may be given by one or any number of substantially concurrent written instruments of substantially similar tenor signed by such stockholders, in person or by attorney or proxy duly appointed in writing, and filed with the Secretary or an Assistant Secretary of the Corporation. Any such written consent shall be effective as of the effective date thereof as specified therein, provided that such date is not more than sixty days prior to the date such written consent is filed as aforesaid; or, if no such date is so specified, on the date such written consent is filed as aforesaid.

ARTICLE II

Directors

Section 2.1 Number of Directors. The Board of

Directors shall consist of three directors until changed as provided in this Section. The number of directors may be changed at any time and from time to time by vote at a meeting or by written consent of the holders of stock entitled to vote on the election of directors, or by a resolution of the Board of Directors passed by a majority of the whole Board of Directors, except that no decrease shall shorten the term of any incumbent director unless such director is specifically removed pursuant to Section 2.5 of these By-Laws at the time of such decrease.

Section 2.2 Election and Term of Directors.

Directors shall be elected annually, by election at the annual meeting of stockholders or by written consent of the holders of stock entitled to vote thereon in lieu of such meeting. If the annual election of directors is not held on the date designated therefor, the directors shall cause such election to be held as soon thereafter as convenient. Each director shall hold office from the time of his election and qualification until his successor is elected and qualified or until his earlier resignation or removal.

Section 2.3 Vacancies and Newly Created

Directorships. Vacancies and newly created directorships

resulting from any increase in the authorized number of directors may be filled by election at a meeting of stockholders or by written consent of the holders of stock entitled to vote thereon in lieu of a meeting. Except as otherwise provided by law, vacancies and such newly created directorships may also be filled by a majority of the directors then in office, although less than a quorum, or by a sole remaining director.

Section 2.4 Resignation. Any director may resign at any time either by oral tender of resignation at any meeting of the Board of Directors or by oral tender to the Chairman of the Board, if any, or the President or by giving written notice to the Corporation. Any such resignation shall take effect at the time specified therein or, if the time be not specified, upon receipt thereof, and the acceptance of such resignation, unless required by the terms thereof, shall not be necessary to make such resignation effective.

Section 2.5 Removal. Any or all of the directors may be removed at any time, with or without cause, by vote at a meeting or by written consent of the holders of stock entitled to vote on the election of directors.

Section 2.6 Meetings. Meetings of the Board

of Directors, regular or special, may be held at any place within or without the State of Delaware. Any meeting of the Board of Directors may be conducted by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and participation in a meeting by such means shall constitute presence in person at such meeting. An annual meeting of the Board of Directors for the election of officers and the transaction of any other business shall be held after each annual election of directors. If such election occurs at an annual meeting of stockholders, the annual meeting of the Board of Directors shall be held at the same place and immediately following such meeting of stockholders, and no notice thereof need be given. If an annual election of directors occurs by written consent in lieu of the annual meeting of stockholders, the annual meeting of the Board of Directors shall take place as soon after such written consent is duly filed with the Corporation as is practicable, either at the next regular meeting of the Board of Directors or at a special meeting. The Board of Directors may fix times and places for regular meetings of the Board and no notice of such meetings need be given. A special meeting of the Board of Directors shall be held

whenever called by the Chairman of the Board, if any, or by the President or by at least one-third of the directors for the time being in office, at such time and place as shall be specified in the notice or waiver thereof.

Notice of each special meeting shall be given by the Secretary or by a person calling the meeting to each director by mailing the same, first class postage prepaid, not later than the second day before the meeting, or personally or by telegraphing or telephoning the same not later than the day before the meeting.

Section 2.7 Quorum and Voting. A majority of the whole Board of Directors shall constitute a quorum for the transaction of business, but, if there be less than a quorum at any meeting of the Board of Directors, a majority of the directors present may adjourn the meeting from time to time, and no further notice thereof need be given other than announcement at the meeting which shall be so adjourned. Except as otherwise provided by law or by these By-Laws, the vote of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

Section 2.8 Written Consent of Directors in Lieu of a Meeting. Any action required or permitted to be taken at any meeting of the Board of Directors or of

any committee thereof may be taken without a meeting if all members of the Board or of such committee, as the case may be, consent thereto in writing, and the writing or writings are filed with the minutes of proceedings of the Board or committee.

Section 2.9 Compensation. Directors may receive compensation for services to the Corporation in their capacities as directors or otherwise in such manner and in such amounts as may be fixed from time to time by the Board of Directors.

Section 2.10 Contracts and Transactions Involving Directors. No contract or transaction between the Corporation and one or more of its directors or officers, or between the Corporation and any other corporation, partnership, association, or other organization in which one or more of its directors or officers are directors or officers, or have a financial interest, shall be void or voidable solely for this reason, or solely because the director or officer is present at or participates in the meeting of the Board of Directors or committee thereof which authorizes the contract or transaction, or solely because his or their votes are counted for such purpose, if: (1) the material facts as to his relationship

or interest and as to the contract or transaction are disclosed or are known to the Board of Directors or the committee, and the Board or committee in good faith authorizes the contract or transaction by the affirmative votes of a majority of the disinterested directors, even though the disinterested directors be less than a quorum; or (2) the material facts as to his relationship or interest and as to the contract or transaction are disclosed or are known to the shareholders entitled to vote thereon, and the contract or transaction is specifically approved in good faith by vote of the shareholders; or (3) the contract or transaction is fair as to the Corporation as of the time it is authorized, approved or ratified, by the Board of Directors, a committee thereof, or the shareholders. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee which authorizes the contract or transaction.

ARTICLE III

Committees of the Board of Directors

Section 3.1 Appointment and Powers. The Board of Directors may from time to time, by resolution passed by a majority of the whole Board, designate one or more

committees, each committee to consist of one or more directors of the Corporation. The Board of Directors may designate one or more directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee. The resolution of the Board of Directors may, in addition or alternatively, provide that in the absence or disqualification of a member of a committee, the member or members thereof present at any meeting and not disqualified from voting, whether or not he or they constitute a quorum, may unanimously appoint another member of the Board of Directors to act at the meeting in the place of any such absent or disqualified member. Any such committee, to the extent provided in the resolution of the Board of Directors, shall have and may exercise all the powers and authority of the Board of Directors in the management of the business and affairs of the Corporation, and may authorize the seal of the Corporation to be affixed to all papers which may require it, except as otherwise provided by law. Unless the resolution of the Board of Directors expressly so provides, no such committee shall have the power or authority to declare a dividend or to authorize the issuance of stock. Any such committee may adopt rules governing the method of calling and time and

place of holding its meetings. Unless otherwise provided by the Board of Directors, a majority of any such committee (or the member thereof, if only one) shall constitute a quorum for the transaction of business, and the vote of the majority of the members of such committee present at a meeting at which a quorum is present shall be the act of such committee. Each such committee shall keep a record of its acts and proceedings and shall report thereon to the Board of Directors whenever requested so to do. Any or all members of any such committee may be removed, with or without cause, by resolution of the Board of Directors, passed by a majority of the whole Board.

ARTICLE IV

Officers, Agents and Employees

Section 4.1 Appointment and Qualification.

The officers of the Corporation shall be a President, a Secretary and a Treasurer, and may include a Chairman of the Board, one or more Vice Presidents, one or more Assistant Secretaries and one or more Assistant Treasurers, all of whom shall be elected by the Board of Directors. Any number of offices may be held by the same person, but no officer shall execute, acknowledge or

verify any instrument in more than one capacity. Each officer shall hold his office until his successor is elected and qualified or until his earlier resignation or removal. Any officer may resign at any time upon written notice to the Corporation. The Board of Directors may appoint, and may delegate power to appoint, such other officers, agents and employees as it may deem necessary or proper, who shall hold their offices for such terms, have such authority and perform such duties as may from time to time be determined by or pursuant to authorization of the Board of Directors.

Section 4.2 Removal of Officer, Agent or Employee. Any officer, agent or employee of the Corporation may be removed by the Board of Directors with or without cause at any time, and the Board of Directors may delegate such power of removal as to officers, agents and employees not appointed by the Board of Directors. Such removal shall be without prejudice to such person's contract rights, if any, but the appointment of any person as an officer, agent or employee of the Corporation shall not of itself create contract rights.

Section 4.3 Compensation and Bond. The compensation of the officers of the Corporation shall

be fixed by the Board of Directors, but this power may be delegated to any officer in respect of other officers under his control. The Corporation may secure the fidelity of any or all of its officers, agents or employees by bond.

Section 4.4 Chairman of the Board. The Chairman of the Board, if there be one, shall preside at all meetings of stockholders and of the Board of Directors, and shall have such other powers and duties as may be delegated to him by the Board of Directors.

Section 4.5. President. The President shall be the chief executive officer of the Corporation. In the absence of the Chairman of the Board (or if there be none), he shall preside at all meetings of the stockholders and of the Board of Directors. He shall have general charge of the business and affairs of the Corporation. He may employ and discharge employees and agents of the Corporation, except such as shall be appointed by the Board of Directors, and he may delegate these powers. The President may vote the stock or other securities of any other domestic or foreign corporation of any type or kind which may at any time be owned by the Corporation, may execute any stockholders' or other

consents in respect thereof and may in his discretion delegate such powers by executing proxies, or otherwise, on behalf of the Corporation. The Board of Directors by resolution from time to time may confer like powers upon any other person or persons.

Section 4.6 Vice Presidents. Each Vice President shall have such powers and perform such duties as the Board of Directors or the President may from time to time prescribe. In the absence or inability to act of the President, unless the Board of Directors shall otherwise provide, the Vice President who has served in that capacity for the longest time and who shall be present and able to act, shall perform all the duties and may exercise any of the powers of the President. The performance of any duty by a Vice President shall, in respect of any other person dealing with the Corporation, be conclusive evidence of his power to act.

Section 4.7 Treasurer. The Treasurer shall have charge of all funds and securities of the Corporation, shall endorse the same for deposit or collection when necessary and deposit the same to the credit of the Corporation in such banks or depositaries as the Board of Directors may authorize. He may endorse all commercial

documents requiring endorsements for or on behalf of the Corporation and may sign all receipts and vouchers for payments made to the Corporation. He shall have all such further powers and duties as generally are incident to the position of Treasurer or as may be assigned to him by the President or the Board of Directors.

Section 4.8 Secretary. The Secretary shall record all the proceedings of the meetings of the stockholders and directors in a book to be kept for that purpose and shall also record therein all action taken by written consent of the stockholders or directors in lieu of a meeting. He shall attend to the giving and serving of all notices of the Corporation. He shall have custody of the seal of the Corporation and shall attest the same by his signature whenever required. He shall have charge of the stock ledger and such other books and papers as the Board of Directors may direct, but he may delegate responsibility for maintaining the stock ledger to any transfer agent appointed by the Board of Directors. He shall have all such further powers and duties as generally are incident to the position of Secretary or as may be assigned to him by the President or the Board of Directors.

Section 4.9 Assistant Treasurers. In the

absence or inability to act of the Treasurer, any Assistant Treasurer may perform all the duties and exercise all the powers of the Treasurer. The performance of any such duty shall, in respect of any other person dealing with the Corporation, be conclusive evidence of his power to act. An Assistant Treasurer shall also perform such other duties as the Treasurer or the Board of Directors may assign to him.

Section 4.10 Assistant Secretaries. In the absence or inability to act of the Secretary, any Assistant Secretary may perform all the duties and exercise all the powers of the Secretary. The performance of any such duty shall, in respect of any other person dealing with the Corporation, be conclusive evidence of his power to act. An Assistant Secretary shall also perform such other duties as the Secretary or the Board of Directors may assign to him.

Section 4.11 Delegation of Duties. In case of the absence of any officer of the Corporation, or for any other reason that the Board of Directors may deem sufficient, the Board of Directors may confer for the time being the powers or duties, or any of them, of such officer upon any other officer or upon any director.

ARTICLE V

Indemnification

Section 5.1 Indemnification of Directors, Officers, Employees and Agents. Any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (including any action or suit by or in the right of the Corporation to procure a judgment in its favor) by reason of the fact that he is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, shall be indemnified by the Corporation, if, as and to the extent authorized by the laws of the State of Delaware, against expenses (including attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with the defense or settlement of such action, suit or proceeding. The indemnification expressly provided by statute in a specific case shall not be deemed exclusive of any other rights to which any person indemnified may be entitled under any lawful agreement, vote of stockholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

ARTICLE VI

Capital Stock

Section 6.1 Certificates. Certificates for stock of the Corporation shall be in such form as shall be approved by the Board of Directors and shall be signed in the name of the Corporation by the Chairman of the Board, if any, or the President or a Vice President, and by the Treasurer or an Assistant Treasurer, or the Secretary or an Assistant Secretary. Such certificates may be sealed with the seal of the Corporation or a facsimile thereof, and shall contain such information as is required by law to be stated thereon. If any stock certificate is countersigned by a transfer agent or a registrar, other than the Corporation or its employee, any other signature on the certificate may be a facsimile. In case any officer, transfer agent or registrar who has signed or whose facsimile signature has been placed upon a certificate shall have ceased to be such officer, transfer agent or registrar before such certificate is issued, it may be issued by the Corporation with the same effect as if he were such officer, transfer agent or registrar at the date of issue.

Section 6.2 Transfers of Stock. Transfers of

stock shall be made only upon the books of the Corporation by the holder, in person or by duly authorized attorney, and on the surrender of the certificate or certificates for such stock properly indorsed. The Board of Directors shall have the power to make all such rules and regulations, not inconsistent with the Certificate of Incorporation and these By-Laws, as the Board of Directors may deem appropriate concerning the issue, transfer and registration of certificates for stock of the Corporation. The Board may appoint one or more transfer agents or registrars of transfers, or both, and may require all stock certificates to bear the signature of either or both.

Section 6.3 Lost, Stolen or Destroyed

Certificates. The Corporation may issue a new stock certificate in the place of any certificate theretofore issued by it, alleged to have been lost, stolen or destroyed, and the Corporation may require the owner of the lost, stolen or destroyed certificate or his legal representative to give the Corporation a bond sufficient to indemnify it against any claim that may be made against it on account of the alleged loss, theft or destruction of any such certificate or the issuance of any such new certificate. The Board of Directors may

require such owner to satisfy other reasonable requirements.

Section 6.4 Stockholder Record Date. In order that the Corporation may determine the stockholders entitled to notice of or to vote at any meeting of stockholders or any adjournment thereof, or to express consent to corporate action in writing without a meeting, or entitled to receive payment of any dividend or other distribution or allotment of any rights, or entitled to exercise any rights in respect of any change, conversion or exchange of stock, or for the purpose of any other lawful action, the Board of Directors may fix, in advance, a record date, which shall not be more than sixty nor less than ten days before the date of such meeting, nor more than sixty days prior to any other action. Only such stockholders as shall be stockholders of record on the date so fixed shall be entitled to notice of, and to vote at, such meeting and any adjournment thereof, or to give such consent, or to receive payment of such dividend or other distribution, or to exercise such rights in respect of any such change, conversion or exchange of stock, or to participate in such action, as the case may be, notwithstanding any transfer of any stock on the

books of the Corporation after any record date so fixed.

If no record date is fixed by the Board of Directors, (1) the record date for determining stockholders entitled to notice of or to vote at a meeting of stockholders shall be at the close of business on the day next preceding the date on which notice is given, or, if notice is waived by all stockholders entitled to vote at the meeting, at the close of business on the day next preceding the day on which the meeting is held, (2) the record date for determining stockholders entitled to express consent to corporate action in writing without a meeting, when no prior action by the Board of Directors is necessary, shall be at the close of business on the day on which the first written consent is expressed by the filing thereof with the Corporation as provided in Section 1.9 of these By-Laws, and (3) the record date for determining stockholders for any other purpose shall be at the close of business on the day on which the Board of Directors adopts the resolution relating thereto.

A determination of stockholders of record entitled to notice of or to vote at a meeting of stockholders shall apply to any adjournment of the meeting; provided, however, that the Board of Directors may fix a new record date for the adjourned meeting.

ARTICLE VII

Seal

Section 7.1 Seal. The seal of the Corporation shall be circular in form and shall bear, in addition to any other emblem or device approved by the Board of Directors, the name of the Corporation, the year of its incorporation and the words "Corporate Seal" and "Delaware". Said seal may be used by causing it or a facsimile thereof to be impressed or affixed or in any other manner reproduced.

ARTICLE VIII

Waiver of Notice

Section 8.1 Waiver of Notice. Whenever notice is required to be given by statute, or under any provision of the Certificate of Incorporation or these By-Laws, a written waiver thereof, signed by the person entitled to notice, whether before or after the time stated therein, shall be deemed equivalent to notice. In the case of a stockholder, such waiver of notice may be signed by such stockholder's attorney or proxy duly appointed in writing. Attendance of a person at a meeting shall constitute a waiver of notice of such meeting, except when the person attends a meeting for the express purpose of objecting,

at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the stockholders, directors or members of a committee of directors need be specified in any written waiver of notice.

ARTICLE IX

Checks, Notes, Drafts, Etc.

Section 9.1 Checks, Notes, Drafts, Etc.

The moneys of the Corporation shall be deposited in the name of the Corporation in such bank or banks as the President or a Vice President and the Treasurer or an Assistant Secretary of the Corporation may from time to time designate, and all checks, notes, drafts and bills of exchange of the Corporation shall be signed by such officers or agents as the President or a Vice-President, and the Treasurer or an Assistant Secretary of the Corporation may from time to time designate.

ARTICLE X

Amendments

Section 10.1 Amendments. These By-Laws or any of them may be altered or repealed, and new By-Laws may be adopted, by the stockholders by vote at a meeting or by written consent without a meeting. The Board of Directors shall also have power, by a majority vote of

the whole Board of Directors, to alter or repeal any of these By-Laws, and to adopt new By-Laws.

**Federal
Supplemental
Question 1c**

State of Alaska
Department of Community and Economic Development
Division of Banking, Securities and Corporations

CERTIFICATE
OF
COMPLIANCE

The undersigned, as Commissioner of Community and Economic Development of the State of Alaska, and custodian of corporation records for said state, hereby certifies that
AMERADA HESS PIPELINE CORPORATION

authorized to transact business in Alaska as

AMERADA HESS PIPELINE CORPORATION

is a corporation organized under the laws of **DELAWARE** and on **JANUARY 21, 1974** qualified as a foreign business corporation authorized to do business in Alaska.

I FURTHER CERTIFY that said corporation is in good standing and has filed all biennial corporate reports due at this time and has paid all biennial corporation taxes and fees due and payable at this time.

No information is available in this office on the financial condition, business activity or practices of this corporation.

IN TESTIMONY WHEREOF, I execute this certificate and
affix the Great Seal of the State of Alaska on

FEBRUARY 5, 2001



Deborah B. Sedwick
Commissioner of Community
and Economic Development

State of Delaware
Office of the Secretary of State

PAGE 1

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT "AMERADA HESS PIPELINE CORPORATION" IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE NOT HAVING BEEN CANCELLED OR DISSOLVED SO FAR AS THE RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED TO TRANSACT BUSINESS.

THE FOLLOWING DOCUMENTS HAVE BEEN FILED:

CERTIFICATE OF INCORPORATION, FILED THE TWENTY-NINTH DAY OF DECEMBER, A.D. 1969, AT 10 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID CORPORATION.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

0738030 8310

AUTHENTICATION: 0967733

010069501

DATE: 02-12-01

**Federal
Supplemental
Question Id**

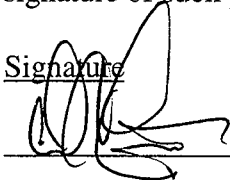
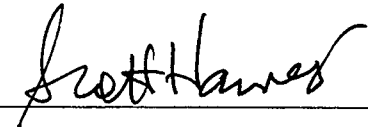
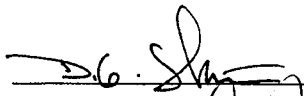
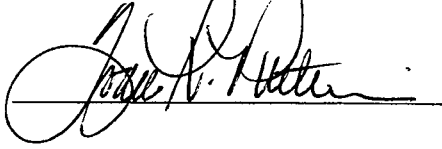
AMERADA HESS PIPELINE CORPORATION

CERTIFICATE OF SECRETARY

The undersigned hereby certifies that he is the duly elected and acting Secretary of Amerada Hess Pipeline Corporation, a Delaware corporation (the "Company"), and hereby further certifies as follows:

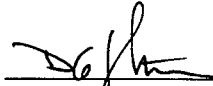
1. Attached hereto as Exhibit A is a true and complete copy of resolutions duly adopted by the Board of Directors of the Company effective February, 16, 2001. Such resolutions have neither been modified nor rescinded since their adoption and are in full force and effect as of the date hereof. Such resolutions are the only resolutions adopted by the Board of Directors of the Company relating to the renewal of the Company's interest in the Trans-Alaska Pipeline System.

2. The below named persons are duly elected and qualified officers of the Company holding the offices set forth below opposite his/her respective name, and the signature set forth below opposite his/her respective name is the genuine signature of such person.

<u>Name</u>	<u>Office</u>	<u>Signature</u>
D. C. Lutken, Jr.	President and Chief Executive Officer	
J. S. Harvey	Vice President	
D. G. Stevenson	Secretary	
T. K. Porter	Treasurer	

IN WITNESS WHEREOF, the undersigned has executed this certificate and affixed the seal of the Company on this 20th day of February, 2001.

[SEAL]

By: 
Name: D. G. Stevenson
Title: Secretary of Amerada Hess Pipeline Corporation

AMERADA HESS PIPELINE CORPORATION
RESOLUTIONS OF BOARD OF DIRECTORS
ACTION BY UNANIMOUS WRITTEN CONSENT

The undersigned, being all of the members of the Board of Directors of Amerada Hess Pipeline Corporation, a Delaware corporation (the "Corporation"), in lieu of holding a special meeting of the Board of Directors (the "Board") of the Corporation, hereby adopt the following preamble and resolutions by written consent in accordance with the provisions of Section 141(f) of the Delaware General Corporation Law and the Bylaws of the Corporation, with the same force and effect as if adopted at a special meeting of the Board held on February 16, 2001.

Authorization of Renewal of TAPS Interests

WHEREAS, the Corporation (i) is party to an Agreement and Grant of Right of Way for the Trans-Alaska Pipeline System ("TAPS") with the United States of America (the "Federal Grant") and (ii) has been granted a Right of Way Lease for the Trans-Alaska Pipeline by the State of Alaska (the "State Lease"); and

WHEREAS, the Federal Grant expires on January 22, 2004 and the State Lease expires on May 2, 2004; and

WHEREAS, contemporaneous with the expiration of the Federal Grant and State Lease, the Corporation's interests in various Related Facilities, as that term is defined in the Federal Grant and State Lease, and other rights and interests pertaining to TAPS held under instruments from the United States of America, the State of Alaska, and private individuals and entities (collectively, all of the forgoing interests, including the Federal Grant and the State Lease, are referred to as the "TAPS Interests") will also expire; and

WHEREAS, it is in the best interest of the Corporation to renew the TAPS Interests; and

WHEREAS, the process of renewing the Federal Grant and other of the TAPS Interests requires the filing of an Application for Transportation and Utility Systems and Facilities on Federal Lands on Standard Form 299 ("SF 299") and the process of seeking renewal of the State Lease and other of the TAPS Interests requires the filing of an application for renewal (the "State Application") (collectively, SF 299 and the State Application are referred to as the "Applications"); and

WHEREAS, the Corporation desires to authorize (i) the preparation and filing of the Applications and any and all other actions deemed necessary or advisable in connection with the renewal of the TAPS Interests and (ii) the execution of documents evidencing renewal of the TAPS Interests (the "Final TAPS Renewal Documents").

WHEREAS, a Project Manager has been designated by the Corporation and other entities owning an interest in TAPS (the "Other TAPS Owners") with responsibility for acting with respect to the renewal of the TAPS Interests on behalf of the Corporation and the Other TAPS Owners.

NOW, THEREFORE, BE IT RESOLVED, that the Corporation is authorized to prepare, execute and deliver (i) the Applications and the exhibits and attachments thereto, and any amendments thereto, (ii) all other instruments and documents as may be required by the granting authorities, or as may be deemed necessary or advisable by the Corporation, in connection with the processing of the Applications and the renewal of the TAPS Interests, including but not limited to a duration report, an environmental report, and a compliance report, and (iii) documentation evidencing the Final TAPS Renewal Documents; and

FURTHER RESOLVED, that the President and any Vice President ("Authorized Officers") of the Corporation be, and each of them hereby is, authorized, for and on behalf of the Corporation, to execute and deliver the Applications and documentation evidencing the Final TAPS Renewal Documents and any and all supporting documentation, in such form as the Authorized Officer executing and delivering the same in his discretion may approve, such execution to be conclusive evidence of such approval; and

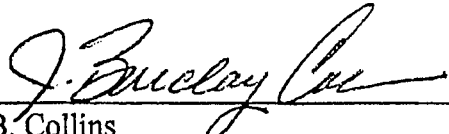
FURTHER RESOLVED, that the officers and agents of the Corporation are authorized and directed to take such actions as they deem necessary or advisable to further and complete the renewal of TAPS Interests; and

FURTHER RESOLVED, that the Corporation is authorized to designate as agent both persons employed by the Corporation and persons and entities not employed by the Corporation; and

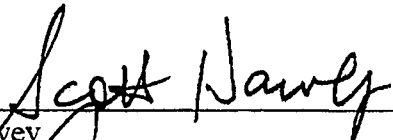
FURTHER RESOLVED, that the officers of the Corporation are authorized to execute a Power of Attorney or other evidence of authority designating the Project Manager as agent of the Corporation with full authority to act on behalf of the Corporation in connection with the renewal of the TAPS Interests; and

FURTHER RESOLVED, that the officers and agents of the Corporation be, and each of them hereby is, authorized and directed, for and on behalf of the Corporation, to take such actions and to execute and deliver such documents and papers as they deem necessary or advisable to perform and comply with the requirements of the Applications, to complete the renewal of the TAPS Interests, and to effect the purposes of the foregoing resolutions as contemplated herein; and with the authority granted herein to the officers and agents being non-exclusive.


Being all of the members of the Board of Directors:



J. B. Collins



J. S. Harvey



D. C. Lutken, Jr.

Federal Supplemental Question 1e

The Applicant, Amerada Hess Pipeline Corporation, is a wholly owned subsidiary of Amerada Hess Corporation, whose headquarters is located at 1185 Avenue of the Americas, New York, NY 10036.

AMERADA HESS CORPORATION

CORPORATE OFFICE:

1185 AVENUE OF THE AMERICAS
NEW YORK, NEW YORK 10036

LIST OF SUBSIDIARIES AND AFFILIATED COMPANIES

LIST OF NAMEHOLDER CORPORATIONS

AT DECEMBER 31, 2000

AMERADA HESS CORPORATION
LIST OF SUBSIDIARIES & AFFILIATED COMPANIES
AT DECEMBER 31, 2000

SUBSIDIARIES - 100% OWNED (EXCEPT AS NOTED)

Exploration and Production - U.S.

Solar Gas, Inc.
 Tioga Gas Plant, Inc.
 Hess Pipeline Company - Note E
 Amerada Hess Pipeline Corporation
 Hess Garden Banks Gas Gathering Inc.
 First Gas Transportation Company
 Amerada Hess Natural Gas Pipeline (Presently inactive)
 Vidor Pipeline Company

Amerada Hess Oil & Gas Production Inc. (AHO&GPI) - Note D

Amerada Hess (Malaysia Block F) Ltd.
 Amerada Hess (Rhourde El Rouni) Ltd. (401c)
 Delta Hess (BTC) Ltd.
 Amerada Hess (Malaysia SB 302) Ltd.
 Amerada Hess (Vietnam E&P) Ltd.

AH Norge Inc.

Amerada Hess Exploration & Production Corp. (AHEPC)

Amerada Hess (Thailand) Limited (100% owned by AHIL)
 Amerada Hess (CAO) Limited (100% owned by AHEPC)
 Amerada Hess (China) Limited (100% owned by AHEPC)
 Amerada Hess (Indonesia-BIora) Limited (100% owned by AHEPC)
 Amerada Hess (Indonesia-Natuna B) Limited (100% owned by AHEPC)
 Amerada Hess (Indonesia-Pagatan) Limited (100% owned by AHEPC)
 Amerada Hess (Kazakhstan) Limited (100% owned by AHEPC)
 Amerada Hess (Malaysia - PM 304) Limited (100% owned by AHEPC)
 Amerada Hess (Malaysia - SK 306) Limited (100% owned by AHEPC)
 Amerada Hess (Martaban) Limited (100% owned by AHEPC)
 Amerada Hess (Vietnam) Limited (100% owned by AHEPC)
 Amerada Hess (Brasil) Limited (100% owned by AHEPC)
 Amerada Hess Limitada
 Amerada Hess Development & Production Limitada

Amerada Hess (Australia) Limited (100% owned by AHEPC)
 Amerada Hess (Argentina) Limited (100% owned by AHEPC)
 Amerada Hess (Yemen) Limited (100% owned by AHEPC)
 Amerada Hess (South Atlantic) Limited (100% owned by AHEPC) - Note F

Amerada Hess Namibia 2213 Corporation (100% owned by AHEPC)
 Amerada Hess Overseas Exploration Limited (100% owned by AHEPC)
 Amerada Hess (Netherlands) Limited (100% owned by AHEPC)
 Amerada Hess (Faeroes) Limited (100% owned by AHEPC)
 Amerada Hess (France) Limited (100% owned by AHEPC)
 Amerada Hess (Germany) Limited (100% owned by AHEPC)
 Amerada Hess (Thailand Exploration) Limited (100% owned by AHEPC)

Organized under the laws of	Incorporation date	Number of shares		Amount of capital stock issued
		Authorized	Issued	
Nevada	12/09/66	90,000	90,000	\$ 900,000
Delaware	06/22/88	1,000	100	100
Delaware	06/15/88	1,000	50	5,000
Delaware	12/29/69	1,000	1,000	50,000
Delaware	05/28/96	2,500	10	10
Delaware	06/10/96	2,500	10	10
Delaware	05/11/95	1,000	10	10
Texas	12/01/98	1,000	10	10
Delaware	09/28/90	1,000	100	100
Cayman Islands	06/01/00			
Cayman Islands	04/12/00			
Cayman Islands	09/25/00	50,000	1	1
Cayman Islands				
Delaware	05/10/65	2,500	100	10,000
Delaware	08/09/00	1,500,000	10	10
United Kingdom	05/31/95	100,000,002	57,798,254	57,798,254
United Kingdom	05/02/97	25,000,002	11,664,841	11,664,841
United Kingdom	05/31/95	25,000,002	303,856	303,857
United Kingdom	12/16/99	25,000,002		
United Kingdom	01/31/96	25,000,002	2	3
United Kingdom	05/17/96	25,000,002	5,963,763	5,963,763
United Kingdom	12/27/96	25,000,002	1,794,285	1,794,285
United Kingdom	08/13/97	25,000,002	59,762	59,762
United Kingdom	08/13/97	25,000,002	62,715	62,715
United Kingdom	01/30/95	25,000,002	3,332,939	3,332,939
United Kingdom	07/05/95	25,000,002	2,389,334	2,389,334
United Kingdom	02/20/96	25,000,002	3,337,184	3,337,185
Brazil	N/A	N/A	N/A	N/A
Brazil	N/A	N/A	N/A	N/A
United Kingdom	03/22/95	25,000,002	6,893,925	6,893,926
United Kingdom	08/26/88			
United Kingdom	07/05/95	25,000,002	2,957,352	2,957,353
United Kingdom	07/05/95			
Cayman Islands	05/20/93	900,000	1	1
Cayman Islands	06/28/94	900,000	1	1
United Kingdom	12/06/95	25,000,002	417,568	417,569
United Kingdom	12/06/95	25,000,002	4,219,439	4,219,441
United Kingdom	05/31/95	25,000,002	110,921	110,923
United Kingdom	12/06/95	25,000,002	1,306,687	1,306,687
United Kingdom	06/07/95	25,000,002	184,718	184,719

AMERADA HESS CORPORATION
LIST OF SUBSIDIARIES
AT DECEMBER 31, 2000

SUBSIDIARIES - 100% OWNED (EXCEPT AS NOTED)

	Organized under the laws of	Incorporation date	Number of shares		Amount of capital stock issued
			Authorized	Issued	
Amerada Hess (Ireland) Limited (100% owned by AHEPC)	United Kingdom	05/17/96	25,000,002	271,220	271,221
Amerada Hess Oil & Gas Holdings Inc.					
Delta Hess (ACG) Ltd. (RAMCO)	Cayman Islands	9/14/00	1,500,000	10	10
Amerada Hess (GEA) Ltd (El Gassi)	Cayman Islands	3/30/00			
Amerada Hess Gabon Holding Corp. (AHGH)	Cayman Islands	4/12/00			
Amerada Hess Central Africa Corp. (AHCA)	Cayman Islands				
Amerada Hess African Investments Corp. (AHAI)	Cayman Islands				
Amerada Hess Production Gabon (AHPG)	Gabon	10/8/90		974,545	5,209
(owned 55% by AHGH, 31.5% by AHCA, 13.5% by AHAI)					
AHCC s.a.r.l.	Luxembourg				
Amerada Hess Drilling (CI) Limited - Note G	Cayman Islands	12/23/92	1,000	100	100
Amerada Hess North West Europe					
Amerada Hess International LLC - Note B	Delaware	07/08/91	1,500,000	1,446,877	1,446,877
Amerada Hess (Scandinavia) A/S (100% owned by AHI LLC)	Denmark	05/28/84	10,000	10,000	1,000,000
AH Norge A/S (100% owned by Amerada Hess (Scandinavia) A/S)	Norway	08/08/73	1,000	1,000	180,520
AH ApS (Denmark)	Denmark	3/15/84			
Amerada Hess Efterforskning A/S	Denmark				
Amerada Hess Energi A/S	Denmark	05/22/75			
Denenco Oil A/S	Denmark				
Amerada Hess (Indonesia-Jabung) Limited (100% owned by AHI LLC)	United Kingdom	05/17/96	105,000,002	73,974,712	73,974,712
Amerada Hess (Indonesia-Lematang) Limited (100% owned by AHI LLC)	United Kingdom	11/10/95	25,000,002	14,735,393	14,735,393
Amerada Hess (Indonesia-Jambi Merang) Limited (100% owned by AHI LLC)	United Kingdom	06/07/95			
Amerada Hess (Indonesia-Pangkajene) Limited (100% owned by AHI LLC)	United Kingdom	07/05/95	25,000,002	2,181,938	2,181,938
Amerada Hess (Azerbaijan) Limited (Owned by AHI LLC and Delta Oil Co. (Az.) Ltd.)	United Kingdom	06/01/98			
Delta Hess (Azerbaijan) Limited (Owned by AH (Az.) LLC and Delta Oil Co. (Az.) Ltd.)	United Kingdom	01/20/98	25,000,002	2	3
Delta Hess (Khazar) Limited	United Kingdom	01/20/98	25,000,002	2	3
Amerada Hess (K&K) Holdings Limited	Cayman Islands	1/14/99			
Delta Hess (K&K) Limited (80% AH(K&K)HL and 20% Dita Oil Central Asia Ltd.)	Cayman Islands	10/15/98			
Amerada Hess Exploration (Thailand) Co. Limited (100% owned by AHI LLC)	Thailand	10/11/96	1,000,000	N/A	N/A
Amerada Hess Overseas Limited (100% owned by AHI LLC)	United Kingdom	12/06/95	25,000,002	2	3
Amerada Hess Limited (100% owned by AHI LLC)	United Kingdom	06/01/64	40,000,000	34,231,294	£ 34,231,294
Amerada Hess Trading Limited (100% owned by AHL)	United Kingdom	06/07/88	1,000	100	£ 100
Amerada Hess Property Services Limited (100% owned by AHL)	United Kingdom	07/09/87	1,000,000	2	£ 2
Amerada Energy Limited	United Kingdom	08/22/00			
Amerada Hess Finance Limited (100% owned by AHL)	United Kingdom	06/07/88	1,000	100	£ 100
Amerada Hess Gas Limited (100% owned by AHL)	United Kingdom	07/19/91	28,500,000	27,500,002	£ 27,500,002
Western Gas Limited	United Kingdom	01/15/92			
Amerada Hess Gas (Domestic) Limited (100% owned by AHL)	United Kingdom	07/05/95	35,000,000	15,000,000	£ 15,000,000
Sewern Trent Energy Limited	United Kingdom	05/21/88			
Own Label Energy Limited	United Kingdom	08/22/00			

AMERADA HESS CORPORATION
LIST OF SUBSIDIARIES, AFFILIATED COMPANIES
AT DECEMBER 31, 2000

SUBSIDIARIES - 100% OWNED (EXCEPT AS NOTED)

	Organized under the laws of	Incorporation date	Number of shares		Amount of capital stock issued
			Authorized	Issued	
Amerada Hess Gas Shipping Services Limited (100% owned by AHL)	United Kingdom	03/08/96	100	2	£ 2
Amerada Hess (Man) Limited (100% owned by AHL)	United Kingdom	07/05/95	100	2	£ 2
Amerada Hess (IOM) Limited - Note C	United Kingdom	10/10/95			
Amerada Hess (Oil and Gas) Limited (100% owned by AHL)	United Kingdom	02/20/96	100	2	£ 2
Amerada co.uk Limited	United Kingdom	05/02/97			
Midlands Gas Limited	United Kingdom	05/02/97			
Premier Oil plc	United Kingdom	05/02/97			
North Sea Limited (100% owned by AHL) - Dormant	United Kingdom	09/01/88	1,000	2	£ 2
Amerada Hess (UK) Limited - Dormant	United Kingdom	09/01/88			
EXPLORATION AND PRODUCTION - INTERNATIONAL INACTIVE COMPANIES					
Amerada Petroleum Corporation of Australia, Limited	Delaware	10/04/60	2,500	100	10,000
Amerada Hess Corporation of Indonesia	Delaware	08/03/79	2,500	10	1,000
Amerada Hess Corporation of Ireland	Delaware	08/23/77	2,500	10	1,000
Amerada Hess (Thailand) Corporation	Delaware	01/09/85	2,500	Not Issued	10,000
Amerada Petroleum Corporation of Libya - Note A	Delaware	06/22/55	2,500	2,500	250,000
Amerada Hess M'Wengui Corporation	Cayman Islands	07/09/91	900,000	1	1
Amerada Hess Namibia Corporation	Cayman Islands	10/17/91	900,000	1	1
Amerada Hess El Qa Corporation (98 shares - AHC; 2 shares - minority int.)	Cayman Islands	07/28/80	900,000	100	100
Amerada Hess Petroleum Abu Dhabi Limited	Cayman Islands	10/16/80	900,000	100	100
Amerada Hess Oil Exploration Abu Dhabi Limited	Cayman Islands	10/24/80	900,000	100	100
Amerada Hess Corporation of Malaysia	Delaware	09/07/87	1,000	10	1,000

Note A: Operations in Libya ceased 6/30/86 - U.S. Government restrictions.

Note B: Formerly Amerada Hess Natural Gas Pipeline, Inc./Amerada Hess International Corp./Amerada Hess International Limited

Note C: Manx Registered

Note D: Formerly Amerada Hess Oil Corporation of Gabon

Note E: Formerly Hess Offshore Pipeline Corporation

Note F: Formerly Amerada Hess (Falkland Islands) Limited

Note G: Formerly Amerada Hess Holdings Limited

AMERADA HESS CORPORATION
LIST OF SUBSIDIARIES AND AFFILIATED COMPANIES
AT DECEMBER 31, 2000

SUBSIDIARIES - 100% OWNED (EXCEPT AS NOTED)

REFINING

Hess Oil Virgin Islands Corp.
Eastern Shipping Corporation (100% owned by HOVIC)
HOVIC Marketing Corporation

MARKETING

Hess Mart, Inc.
Hess Mart DeKalb County, Inc. (100% owned by Hess Mart, Inc.)
Ontario Terminals, Inc.

Hess Energy Trading Co. LLC

Hess Energy Inc. (Formerly Statoil Energy Services, Inc.)
Hess Microgen, LLC

Hess Oil St. Lucia Limited (14,999 shares-AHC; 1 share-AHC of St. Lucia)
Cul De Sac Agencies, Limited (9,999 shares-HOSLL; 1 share-AHC of St. Lucia)
Fisher Hess St. Lucia Ltd. (1,349 shares-HOSLL; 1 share-AHC of St. Lucia)

St. Lucia Barge Company, Limited (999 shares-HOSLL; 1 share-AHC of St. Lucia)
Williams Fisher Hess Co. Ltd. (273 shares-owned by HOSLL; 27 shares-owned by Fisher Hess St. Lucia, Ltd.)
St. Lucia International Petrol Company Limited (2,999 shares owned by HOSLL; 1 share owned by AHC of St. Lucia) - name changed from AH Trading of St. Lucia Limited

Overseas Services Corporation

SHIPPING

Allantis Agency Corporation
Tankoil, Inc.

First Tug/Barge Corporation (Note B)
Second Tug/Barge Corporation
Third Tug/Barge Corporation
Fourth Tug/Barge Corporation
Fifth Tug/Barge Corporation
Sixth Tug/Barge Corporation (Note C)

Ira S. Bushey and Sons, Inc.

Sheridan Transportation Co. (100% owned by Ira S. Bushey)
Tug New York Company (100% owned by Sheridan Transportation)
Sheridan Towing Co., Inc. (100% owned by Ira S. Bushey)

Spentonbush/Redstar Companies, Inc. (100% owned by Ira S. Bushey)
Red Star Towing and Transportation Company (100% owned by Ira S. Bushey)
Hygrade Operators, Inc. (100% owned by Ira S. Bushey)

C-A Common Stock (Class A)

C-B Common Stock (Class B)

Note A: Presently inactive.

Note B: Vessel "Grotton" sold in 12/83 in sale/leaseback arrangement.

Note C: Name change from Hess Shipping Corporation.

Note D: East Caribbean dollars.

	Organized under the laws of	Incorporation date	Number of shares		Amount of capital stock issued
			Authorized	Issued	
	Virgin Islands	08/16/65	5,000	100	\$ 100,000
	(A) Liberia	05/26/66	500	10	50,000
			--	--	--
	Delaware	04/05/63	5,000	100	100
	Delaware	06/05/84	2,500	10	1,000
	(A) Pennsylvania	02/24/54	100	100	2,500
	Delaware	04/15/97			
	Virginia	6/20/86	10,000	800	8,000
	Delaware	02/01/00	--	--	--
	St. Lucia	06/13/77	15,000	15,000	15,000,000 Note D
	St. Lucia	06/07/82	10,000	10,000	10,000 Note D
	St. Lucia	08/03/77	270	270	270,000 Note D
			1,080	1,080	1,080,000 Note D
	(A) St. Lucia	09/06/82	1,000	1,000	10,000 Note D
	St. Lucia	12/22/77	300	300	15,000 Note D
	St. Lucia	03/16/79	3,000	3,000	3,000,000 Note D
	Delaware	12/27/77	2,500	100	1,000
	Delaware	05/02/68	2,000	100	1,000
	Delaware	12/17/76	2,500	1,000	1,000
	Delaware	10/12/78	5,000	100	5,000
	Delaware	10/12/78	5,000	100	5,000
	Delaware	10/12/78	5,000	100	5,000
	Delaware	10/12/78	5,000	100	5,000
	Delaware	07/08/63	2,000	100	1,000
	New York	03/30/73	1,000,000	452,033	7,000,000
	Delaware	05/17/37	100	100	1,000
	Delaware	12/29/44	1,000	700	70,000
	Delaware	01/29/39	300	300	30,000
	New York	11/14/25	1,000	1,000	8,000
	New York	05/05/58	400	400	50,000
	New York	07/31/61	200	200	2,000

AMERADA HESS CORPORATION
LIST OF SUBSIDIARIES AND AFFILIATED COMPANIES
AT DECEMBER 31, 2000

CORPORATE HEADQUARTERS - 100% OWNED

	Organized under the laws of	Incorporation date	Number of shares		Amount of capital stock issued
			Authorized	Issued	
Amerada Hess Communications Corporation	Delaware	09/13/71	100	1	\$ 10
Amerada Hess International Capital Corporation	(A) Delaware	05/31/72	2,000	1,000	1,000
Air Hangar, Inc.	New Jersey	08/25/77	2,500	100	1,000
Amerada Hess Corporation of Nevada	(A) Nevada	03/29/79	5,000	10	1,000
Jamestown Insurance Company Limited	Bermuda	12/14/72	10,000	10,000	1,200,000
Amerada Hess Corporation of St. Lucia	Delaware	12/13/77	2,500	10	1,000
A.H. Shipping Guaranty Corporation	Delaware	11/21/94	1,000	108	108
Hess LNG Company	Delaware	09/14/95	1,000	100	100

Note A: Presently inactive.

AMERADA HESS CORPORATION
LIST OF SUBSIDIARIES AND AFFILIATED COMPANIES
AT DECEMBER 31, 2000

	Percentage ownership	Organized under the laws of	Date of incorporation	Number of shares		Amount of stock issued
				Authorized	Issued	
AFFILIATED COMPANIES (20% TO 50% OWNED)						
CORPORATE HEADQUARTERS						
Conmar Terminals, Ltd.	(A) 50%	Canada	05/10/55	C-A 50,000	8,500	\$ 85,000
Meadville Corporation	49%	New Jersey	05/07/30	C-B 50,000 500,000	8,500 212,900	85,000 212,900
INTERNATIONAL OPERATIONS						
Oasis Oil Company of Libya, Inc. (stock owned by A.P.C. of Libya)	(A) 33 1/3%	Delaware	05/25/60	3,000	3,000	3,000
Matco Tankers (U.K.) Ltd. (stock owned by Amerada Hess Limited)	20%	United Kingdom	11/13/75	100	100	219
Premier Oil Company (stock owned by Amerada Hess Limited)	25%	United Kingdom	N/A	N/A	N/A	N/A
Denerco K/S (stock owned by Amerada Hess A/S)	26%	Denmark	N/A	N/A	N/A	N/A
SHIPPING OPERATIONS						
INVESTMENTS ON AMERADA HESS SHIPPING CORP. BOOKS						
Tropical United Shipping Corporation	50%	Marshall Islands	12/07/92	500	100	648,000
First United Shipping Corporation	50%	Marshall Islands	10/09/70	50,000	17,776	17,776
Second United Shipping Corporation	50%	Marshall Islands	10/09/70	50,000	17,776	17,776
Third United Shipping Corporation	50%	Marshall Islands	01/22/73	300,000	240,000	240,000
Interocean Tanker Corporation	50%	Marshall Islands	10/09/70	50,000	200	200
First Union Tanker Corporation	(B)	Marshall Islands	08/03/94	6,000	5,961	59,610,000
Second Union Tanker Corporation	(C)	Marshall Islands	08/03/94	6,000	4,830	48,300,000
REFINING OPERATIONS						
INVESTMENT ON HOVIC BOOKS						
St. Croix Petrochemical Corp.	(A) 50%	Virgin Islands	09/18/73	6,000	5,800	5,800,000
HOVENSA, LLC	50%	Virgin Islands	10/30/98	--	--	--
INVESTMENT ON HOSLL BOOKS						
St. Lucia Road Contractors (5,001 shares owned by Fisher Hess St. Lucia, Ltd.; 4,999 owned by Third Party)	(B)	St. Lucia	01/04/84	10,000	10,000	10,000
MARKETING OPERATIONS INVESTMENT						
ON AHC BOOKS						
South Jersey Terminal Corp.	50%	New Jersey	11/02/54	C-A 1,000	750	75,000
C-A Common Stock (Class A)				C-B 1,000	750	75,000
C-B Common Stock (Class B)						

Note A: Presently inactive.

Note B: Interocean Tanker Corp. and First, Second, Third and Tropical United Shipping Corporations own interest of 17%, 25%, 20%, 19% and 19% respectively.

Note C: Interocean Tanker Corp. and First, Second, Third and Tropical United Shipping Corporations own interest of 17%, 20%, 16%, 28% and 19% respectively.

REVISIONS

**SUPPLEMENTAL APPLICATION
OF
AMERADA HESS PIPELINE CORPORATION
FOR RENEWAL OF THE TRANS-ALASKA
PIPELINE SYSTEM ON FEDERAL LANDS
FEDERAL VOLUME 1-AH OF 3
REVISION LOG**

NOTICE:

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